

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **WHRGOPS NE LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **88-0670287**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

3650 Mansell Road
Suite 250
Alpharetta, GA 30022

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Fulton

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **None**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

Debtor **WHRGOPS NE LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4571**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **WHRGOPS NE LLC**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	Relationship	Affiliate
See Rider 1		
Southern District of Texas, Houston Division		
District	When	Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000

15. Estimated Assets

☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor

WHRGOPS NE LLC

Name

Case number (if known)

16. Estimated liabilities☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **WHRGOPS NE LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 18, 2023**
MM / DD / YYYY**X /s/ Michael Healy**

Signature of authorized representative of debtor

Michael Healy

Printed name

Title **Chief Restructuring Officer****18. Signature of attorney****X /s/ Michael D. Warner**

Signature of attorney for debtor

Date **March 18, 2023**

MM / DD / YYYY

Michael D. Warner

Printed name

Pachulski Stang Ziehl & Jones LLP

Firm name

**440 Louisiana Street
Suite 900
Houston, TX 77002**

Number, Street, City, State & ZIP Code

Contact phone **714-384-4740**Email address **mwarner@pszjlaw.com****00792304 TX**

Bar number and State

**WRITTEN CONSENT OF
THE MANAGER OF
WEST HILL RANCH GROUP, LLC
and its subsidiaries**

The undersigned being the Manager of the West Hill Ranch Group, LLC, a Delaware limited liability company, and Manager of each and every one of its wholly owned subsidiary entities as listed below (each a “**Company**” and, collectively, the “**Companies**”) does hereby consent to and take the following action to be effective as of March 18, 2023 and consent to the Company actions contemplated thereby:

WHEREAS, the Manager has considered the financial and operational aspects of each Company’s business;

WHEREAS, the Manager has reviewed the historical performance of each Company, the market for each Company’s products and services, and the current and long-term liabilities of each Company;

WHEREAS, the Manager has, over the last several months, reviewed the materials presented to it by the management of and the advisors to each Company regarding the possible need to undertake a financial and operational restructuring of each Company;

WHEREAS, the Manager has analyzed each of the financial and strategic alternatives available to it, including those available on a consensual basis with the principal stakeholders of each Company, and the impact of the foregoing on each Company's business and its stakeholders;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Manager, it is desirable and in the best interests of each Company, its creditors, employees, stockholders and other interested parties that a petition be filed by each Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”);

RESOLVED FURTHER, that the officers of each Company (each, an “**Authorized Officer**”) be, and each of them hereby is, authorized on behalf of each Company to execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Authorized Officer deems necessary, desirable and proper in connection with each Company’s chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED FURTHER, that the Authorized Officers, on behalf of each Company, are authorized, empowered and directed to retain the law firm of Pachulski Stang Ziehl & Jones LLP (“**PSZ&J**”) as bankruptcy counsel to represent and assist each Company in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance each Company’s rights in connection therewith, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and

immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of PSZ&J;

RESOLVED FURTHER, that the Authorized Officers, on behalf of each Company, are authorized, empowered and directed to retain the services of FTI Consulting, Inc. (“**FTI Consulting**”) as each Company’s financial advisor, effective as of the date the petition is filed, and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of FTI Consulting;

RESOLVED FURTHER, that Michael Healy of FTI Consulting has been appointed, effective as of March 18, 2023, to serve as Chief Restructuring Officer of each Company, shall be an Authorized Officer (as defined in these resolutions), and is hereby authorized to make decisions with respect to all aspects of the management and operation of each Company’s business including, without limitation, organization, human resources, marketing, sales, logistics, finance, administration, oversight, of the prosecution of each Company’s bankruptcy case, including, but not limited to, bankruptcy-related reporting requirements, filing of Statement of Financial Affairs, Schedule of Assets and Liabilities, a chapter 11 plan and related disclosure statement, claims management, managing outside professionals and such other aspects as he may identify, in such manner as he deems necessary or appropriate in his sole and reasonable discretion consistent with the business judgment rule, subject only to appropriate governance by the applicable Board, in accordance with each Company’s certificate of incorporation, certificate of formation, bylaws, limited liability company agreement, applicable laws and applicable bankruptcy law and order of the Court;

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of each Company to retain the services of Raymond James Financial, Inc. (“**Raymond James**”) as each Company’s investment banker and, in connection therewith, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Raymond James;

RESOLVED FURTHER, that the Authorized Officers, on behalf of each Company, are authorized, empowered and directed to retain the services of Kurtzman Carson Consultants LLC (“**KCC**”) as each Company’s claims, noticing, solicitation agent and administrative advisor, effective as of the date the petition is filed, and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of KCC;

RESOLVED FURTHER, that the Authorized Officers of each Company be, and hereby are, authorized and directed to employ any other professionals necessary to assist such Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of each Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed appropriate applications with the Bankruptcy Court for authority to retain the

services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;

RESOLVED FURTHER, that the Authorized Officers of each Company be, and each of them hereby is, authorized and empowered to obtain post-petition financing according to terms which may be negotiated by the management of each Company, including under debtor-in-possession credit facilities or the use of cash collateral; and to enter into any guaranties and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement; and in connection therewith, the Authorized Officers of each Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents;

RESOLVED FURTHER, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed on behalf of each Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case, including, but not limited to the development, filing and prosecution to confirmation of a chapter 11 plan and related disclosure statement; and

RESOLVED FURTHER, that any and all actions heretofore taken by any Authorized Officer or the directors of each Company in the name and on behalf of each Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, the undersigned, Manager of the Company and its subsidiary entities as listed below has hereunto set his hand.

West Hill Ranch Group, LLC
a Delaware limited liability company

WHRG TC LLC
WHRG TC-NE LLC
WHRG TC-NE-PA LLC
WHRG TC-NW LLC
WHRG TC-NW-IA LLC
WHRG TC-NW-KS LLC
WHRG TC-NW-MO LLC
WHRG TC-NW-ND LLC
WHRG TC-NW-WY LLC
WHRG TC-SE LLC
WHRG TC-SE-AL LLC
WHRG TC-SE-SC LLC
WHRG TC-SW-AR LLC
WHRG TC-SW-LA LLC
WHRG Retail Ops LLC
WHRGOPS NE LLC
WHRGOPS NE-NY LLC
WHRGOPS NE-NY-LI LLC
WHRGOPS NE-PA LLC
WHRGOPS NW LLC
WHRGOPS NW-IA LLC
WHRGOPS NW-IA-WIA LLC
WHRGOPS NW-MI LLC
WHRGOPS NW-MO LLC
WHRGOPS NW-MO-NMO LLC
WHRGOPS NW-WI LLC
WHRGOPS NW-WI-NWI LLC
WHRGOPS SE LLC
WHRGOPS SE-AL-NORTH LLC
WHRGOPS SE-SC LLC
WHRGOPS SE-TN LLC
WHRGOPS SE-TN-WTN LLC
WHRGOPS SW LLC
WHRGOPS SW-AR LLC
WHRGOPS SW-AR-NWAR LLC
WHRGOPS SW-OK LLC
WHRGOPS SW-OK-OKC LLC
WHRGOPS SW-TX LLC
WHRGOPS SW-TX-DALLAS LLC
WHRGOPS SW-TX-STX LLC

WHRGROPS NW-KS LCC
WHRGROPS SE-MS LLC
WHRGROPS SE-MS-JACKSON LLC
each a Wyoming limited liability company

By: *brandon frampton*
 Brandon Frampton, Manager

Webster P II L.L.C.
WebsterP L.L.C.
each a Louisiana limited liability company

By: WHRG TC-SW-LA LLC,
a Wyoming limited liability company, its sole member

By: *brandon frampton*
 Brandon Frampton, Manager

Rider 1 to Voluntary Petition

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code.

- | | | | |
|-----|--|-----|------------------------|
| 1. | 1200 Wego LLC | 41. | MEX Fuels NE LLC |
| 2. | 1227 Veterans, LLC | 42. | MEX Fuels NE-IL LLC |
| 3. | 1308 Jefferson Davis LLC | 43. | MEX Fuels NE-IN LLC |
| 4. | 13289 Old Hammond Highway LLC | 44. | MEX Fuels NE-KY LLC |
| 5. | 1600 Manhattan Blvd, LLC | 45. | MEX Fuels NE-NJ LLC |
| 6. | 2601 Gen. Degaulle LLC | 46. | MEX Fuels NE-NY LLC |
| 7. | 2698 Barataria Blvd LLC | 47. | MEX Fuels NE-OH LLC |
| 8. | 2701 Canal Street LLC | 48. | MEX Fuels NW LLC |
| 9. | 2850 Belle Chasse Hgwy LLC | 49. | MEX Fuels NW-IA LLC |
| 10. | 300 Lee Drive LLC | 50. | MEX Fuels NW-MO LLC |
| 11. | 3049 Loyola Drive LLC | 51. | MEX Fuels SE LLC |
| 12. | 4115 Airline Hgwy., LLC | 52. | MEX Fuels SE-GA LLC |
| 13. | 4408 S. I-10 Service Road LLC | 53. | MEX Fuels SE-MS LLC |
| 14. | 4520 Jefferson Highway LLC | 54. | MEX Fuels SE-TN LLC |
| 15. | 4662 GDD LLC | 55. | MEX Fuels SW LLC |
| 16. | 4915 Westbank Expwy LLC | 56. | MEX Fuels SW-LA LLC |
| 17. | 4940 Groom Road, L.L.C. | 57. | MEX Fuels SW-OK LLC |
| 18. | 5310 Flannery Road, LLC | 58. | MEX North Alabama, LLC |
| 19. | 798 Jean Lafitte, L.L.C. | 59. | MEX RE Holdings LLC |
| 20. | 8692 River Road, LLC | 60. | MEX RE-NE LLC |
| 21. | 9410 Greenwell Springs, LLC | 61. | MEX RE-NE-IN LLC |
| 22. | Alabama Terminal Property, LLC | 62. | MEX RE-NE-NJ LLC |
| 23. | Avondale Brothers No 128 LLC | 63. | MEX RE-NE-NY LLC |
| 24. | Avondale Investments, L.L.C. | 64. | MEX RE-NE-NY-LI LLC |
| 25. | B&T Petroleum LLC | 65. | MEX RE-NE-OH LLC |
| 26. | Brothers Belle Chasse, L.L.C. | 66. | MEX RE-NE-PA LLC |
| 27. | Brothers Carol Sue, LLC | 67. | MEX RE-NW LLC |
| 28. | Brothers Expressway, Inc. | 68. | MEX RE-NW-IA LLC |
| 29. | Brothers I-10 Service Road, Inc. | 69. | MEX RE-NW-KS LLC |
| 30. | Brothers Petroleum, L.L.C. | 70. | MEX RE-NW-MN LLC |
| 31. | Brothers Stonebridge, Inc. | 71. | MEX RE-NW-MO LLC |
| 32. | Brothers Terry Parkway, Inc. | 72. | MEX RE-NW-ND LLC |
| 33. | Consolidated HR Services LLC | 73. | MEX RE-NW-WI LLC |
| 34. | Crowder Brothers, LLC | 74. | MEX RE-SE LLC |
| 35. | Exxon General Degaulle, LLC | 75. | MEX RE-SE-AL LLC |
| 36. | Gause Operation, L.L.C. | 76. | MEX RE-SE-FL LLC |
| 37. | Jamie Boulevard, LLC | 77. | MEX RE-SE-GA LLC |
| 38. | Lapalco Brothers No. 125, LLC | 78. | MEX RE-SE-MS LLC |
| 39. | Madison Auto Truck Plaza And Lucky Dollar
Casino, LLC | 79. | MEX RE-SE-NC LLC |
| 40. | MEX Fuels LLC | 80. | MEX RE-SE-SC LLC |
| | | 81. | MEX RE-SE-TN LLC |

- | | | | |
|------|---|------|---------------------------|
| 82. | MEX RE-SW LLC | 128. | WHRGOPS NW-MO-NMO LLC |
| 83. | MEX RE-SW-AR LLC | 129. | WHRGOPS NW-WI LLC |
| 84. | MEX RE-SW-LA LLC | 130. | WHRGOPS NW-WI-NWI LLC |
| 85. | MEX RE-SW-OK LLC | 131. | WHRGOPS SE LLC |
| 86. | MEX RE-SW-TX LLC | 132. | WHRGOPS SE-AL-NORTH LLC |
| 87. | Mississippi MEX Company, LLC | 133. | WHRGOPS SE-MS LLC |
| 88. | Mountain Express Baking and Coffee Co. | 134. | WHRGOPS SE-MS-JACKSON LLC |
| 89. | Mountain Express Ethanol Company | 135. | WHRGOPS SE-SC LLC |
| 90. | Mountain Express Oil Company | 136. | WHRGOPS SE-TN LLC |
| 91. | Mountain Express Oil Company Southeast, LLC | 137. | WHRGOPS SE-TN-WTN LLC |
| 92. | Newton Brothers, Inc. | 138. | WHRGOPS SW LLC |
| 93. | South Claiborne Operation LLC | 139. | WHRGOPS SW-AR LLC |
| 94. | Spartan Tank Management LLC | 140. | WHRGOPS SW-AR-NWAR LLC |
| 95. | Star Mountain Express, LLC | 141. | WHRGOPS SW-OK LLC |
| 96. | Texas MEX Limited Company, LLC | 142. | WHRGOPS SW-OK-OKC LLC |
| 97. | Webster P II L.L.C. | 143. | WHRGOPS SW-TX LLC |
| 98. | WebsterP L.L.C. | 144. | WHRGOPS SW-TX-DALLAS LLC |
| 99. | West Hill Ranch Group LLC | 145. | WHRGOPS SW-TX-STX LLC |
| 100. | WHRG Retail Ops LLC | | |
| 101. | WHRG TC LLC | | |
| 102. | WHRG TC-NE LLC | | |
| 103. | WHRG TC-NE-PA LLC | | |
| 104. | WHRG TC-NW LLC | | |
| 105. | WHRG TC-NW-IA LLC | | |
| 106. | WHRG TC-NW-KS LLC | | |
| 107. | WHRG TC-NW-MO LLC | | |
| 108. | WHRG TC-NW-ND LLC | | |
| 109. | WHRG TC-NW-WY LLC | | |
| 110. | WHRG TC-SE LLC | | |
| 111. | WHRG TC-SE-AL LLC | | |
| 112. | WHRG TC-SE-SC LLC | | |
| 113. | WHRG TC-SW LLC | | |
| 114. | WHRG TC-SW-AR LLC | | |
| 115. | WHRG TC-SW-LA LLC | | |
| 116. | WHRG-LA, LLC | | |
| 117. | WHRG-LA2, LLC | | |
| 118. | WHRGOPS NE LLC | | |
| 119. | WHRGOPS NE-NY LLC | | |
| 120. | WHRGOPS NE-NY-LI LLC | | |
| 121. | WHRGOPS NE-PA LLC | | |
| 122. | WHRGOPS NW LLC | | |
| 123. | WHRGOPS NW-IA LLC | | |
| 124. | WHRGOPS NW-IA-WIA LLC | | |
| 125. | WHRGOPS NW-KS LLC | | |
| 126. | WHRGOPS NW-MI LLC | | |
| 127. | WHRGOPS NW-MO LLC | | |

Fill in this information to identify the case:Debtor name WHRGOPS NE LLCUnited States Bankruptcy Court for the Southern District of Texas
(State)

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (on a Consolidated Basis)**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1. Sunoco 3801 West Chester Pike Newton Square, PA 19073	T. Garvin Tel: 215-977-3000; 610-355-1840 Fax: 215-977-3409 Email: TTGARVIN@sunocoinc.com	Fuel Supply				\$1,678,800.73
2. Valero ONE VALERO WAY SAN ANTONIO, TX 78249	Accounts Payable Tel: 210-345-2000; 361-289-3236 Fax: 210-370-3236 Email: valeromedia@valero.com	Fuel Supply				\$1,667,621.89
3. COCA-COLA Bottling CO PO Box 105637 Atlanta, GA 30348-5637	Pamela Hume Tel: 318-584-907- Fax: 770-558-2530 Email: pamelahume@ccbcu.com	Food & Beverage				\$1,109,711.55
4. Marathon 539 S. Main Street Findlay, OH 45840	Accounts Payable Tel: 419-422-2121 Fax: 419-421-2410	Fuel Supply				\$881,915.98
5. Cross Oil Refining & Marketing 484 East 6th St Smackover, AR 71762	Accounts Payable Tel: (800) 343-6361 Fax: 870-864-8656	Fuel Supply				\$774,052.19
6. KeyBank Real Estate Capital P. O. Box 145404 Cincinnati, OH 45250	Gina Sullivan Email: Gina_Sullivan@keybank.com	Real Estate / Equipment Lease	CUD			\$667,587.67

Debtor

WHRGOPS NE LLC
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7. Exxon Mobil P.O Box 74007276 Chicago, IL 60674-7276	Accounts Payable Tel: 972-940-6000	Fuel Supply				\$572,839.84
8. VM Petro Inc 2188 Kirby Lane Syosset, NY 11791	Accounts Payable Tel: 516-921-7190	Fuel Supply				\$559,807.86
9. PEPSI BEVERAGES 75 REMITANCE DRIVE SUITE 1884 CHICAGO, IL 60675	Kenneth Billson Tel: 870-688-2790 Fax: 913-791-3046 Email: kenneth.billson@pepsico.com	Food & Beverage				\$550,054.36
10. Flying J-Saratoga-Pilot 5508 Lonas Drive Knoxville, TN 37909	Accounts Payable Tel: 865-588-7488 Fax: 865-450-2801; 865-297-1812 Email: media.relations@pilotflyingj.com	Fuel Supply				\$516,916.95
11. Shell 910 Louisiana St. Houston, TX 77002	Accounts Payable Tel: 888-467-4355 Fax: 713-241-2124 Email: HOU-OSP-Chemicals-CRC-Americas@shell.com; consumerorders-us@shell.com	Fuel Supply				\$499,471.44
12. Sinclair Distributor Services P.O. Box 30825 Salt Lake City, UT 84130	Accounts Payable Tel: 801-524-2700 Fax: 801-524-2880 Email: SLC.CustomerService@HFSinclair.com	Fuel Supply				\$470,740.97
13. Federated Insurance PO Box 486 Owatonna, MN 55060	Accounts Payable Tel: 507-455-5200; 800-533-0472 Fax: 507-455-7808	Insurance				\$439,873.80
14. JF Acquisition LLC PO Box 531829 Atlanta, GA 30353-1829	Accounts Payable Tel: (919) 838-7555	Real Estate / Equipment Lease				\$398,889.19

Debtor

WHRGOPS NE LLC
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
15. DAS Distributors TC 724 Lawn Road Palmyra, PA 17078	M. Newburn Tel: 402-320-9299 309-230-4139 Fax: 800-842-1992 Email: Mnewburn@dasinc.com	Retail Supplier				\$343,818.19
16. Imperial Trading Company 701 Edwards Ave. Elmwood, LA 70123	B. Schenck Tel: 504-909-4622 Email: bschenck@imperialtrading.com	Retail Supplier				\$340,499.97
17. ARG 1 CBHGNJ001, LLC et al PO Box 71532 Cincinnati, OH 45271-5352	Accounts Payable Tel: (212) 415-6500	Real Estate / Equipment Lease				\$314,488.57
18. ENTERGY PO Box 8108 Baton Rouge, LA 70891	Accounts Payable Tel: 800-368-3749	Utility				\$280,596.54
19. Anthem Blue Cross Blue Shield P.O. Box 645438 Cincinnati, OH 45264-5438	Ohio GA Tel: (800) 770-6226 Fax: 866-587-3316 Email: ohioga@anthem.com	Insurance				\$265,833.58
20. Southern Eagle Sales & Service, LP 5300 Blair Drive Metairie, LA 70003	Greg Naquin Tel: 504-235-5991 Fax: 504-734-2550 Email: gregnaquin@southerneagle.com	Food & Beverage				\$243,725.32
21. Hunt Refining Company P O Box 930865 Atlanta, GA 31193	Accounts Payable Tel: 205-391-3300 Fax: 205-758-8371 Email: info@huntrefining.com	Fuel Supply				\$242,154.32
22. Core-Mark AR 3400 Commerce Drive Forrest City, AR 72335	Tonia Tubbs Tel: 870-317-4197 Fax: 570-823-3316 Email: tonia.tubbs@core-mark.com	Retail Supplier				\$231,655.51
23. Chevron 6001 Bollinger Canyon Rd San Ramon, CA 94583	Accounts Payable Tel: 925-842-1000	Fuel Supply				\$227,944.24

Debtor

WHRGOPS NE LLC
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
24. Southern Glazer's Wine and Spirits-LA 939 W Pont Des Mouton Rd Lafayette, LA 70507-4007	Z. Bibbins Tel: 504-274-4235 Fax: 337-237-8081 Email: zbibbins@sgws.com	Food & Beverage				\$227,587.76
25. Golden Gallons, LLC 2439 Manhattan Blvd., Ste 401 Harvey, LA 70037	Accounts Payable Tel: (504) 366-2413	Fuel Transport				\$225,452.02
26. Total Image Solutions, LLC 196 Theater Rd South Hill, VA 23970	Jason Dawson Tel: 434-447-3347 Fax: 434-447-3266 Email: vasignguy@hotmail.com	Marketing				\$209,763.45
27. TBHC Deliveries, LLC 2967 Sidco Drive Nashville, TN 37204	Chad Metcalf Tel: 800-235-3798 Fax: 800-809-9241 Email: chad.metcalf@luminafoods.com	Food & Beverage				\$203,015.32
28. Frito-Lay 75 Remittance Drive Ste 1217 Chicago, IL 60675-1217	Arnel Dujkovic1 Tel: 228-342-0181 Email: arnel.dujkovic1@pepsico.co	Food & Beverage				\$185,942.61
29. CBE, Inc PO Box 1944 Montgomery, AL 36102	Alyison Whatley Tel: (334) 265-8903 Email: alyison.whatley@cbe-inc.com	IT				\$185,830.42
30. Andrews Distributing Company 2730 Irving Boulevard Dallas, TX 75207	C. Mcpherson Tel: 214-525-9400 Fax: 214-905-0811 Email: cmcpherson@andrewsdistributing.com	Food & Beverage				\$180,567.42
31. Crescent Crown Distributing 5900 Almonaster Ave New Orleans, LA 70126	Regina Terranova Tel: 985-960-6737 Fax: 504-240-5539 Email: regina.terranova@crestcrown.com	Food & Beverage				\$163,585.34
32. Aaron Palmer Unknown	Aaron Palmer	Litigation	CUD			Unknown

Debtor

WHRGOPS NE LLC
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33. Azhar M. Chaudhary, Esq. 440 Louisiana Suite 948 Houston, TX 77002	Azhar M. Chaudhary Tel: (281) 265-1010 Email: attorney@chaudharyjd.com	Litigation	CUD			Unknown
34. Law Offices of James Scott Farrin Douglas E. Berger 555 South Mangum St. Ste 800 Durham, NC 27701	Douglas E. Berger Tel: 800-220-7321 Fax: 800-716-7881 Email: dberger@farrin.com	Litigation	CUD			Unknown
35. Joseph V. Dirosa, Jr. 329 North Woodlawn Avenue Metairie, LA 70001	Joseph V. Dirosa, Jr. Tel: (504) 289-2739 Fax: 504-218-7035 Email: jdirosa1@cox.net	Litigation	CUD			Unknown
36. AFN ABSPROP001 LLC c/o BYBEE & TIBBALS, LLC P.O. BOX 1542 735 Johnnie Dodds Blvd Suite 104 (29464) Mount Pleasant, SC 29465	Jeff Tibbals Tel: 843-881-1623 Fax: 800-716-7881 Email: jst@bybeetibbals.com	Litigation	CUD			Unknown
37. AFN ABSPROP001 LLC c/o Daniel Coker Horton & Bell, P.A. Post Office Box 1396 Oxford, MS 38655	Tel: 662-232-8979	Litigation	CUD			Unknown
38. AFN ABSPROP001 LLC c/o GREENBERG TRAUIG, LLP 3333 Piedmont Road NE Suite 2500 Atlanta, GA 30305	Theodore Blum, Ernest LaMont Greer Tel: 678-553-2100 Fax: 678-553-2212 Email: blumt@gtlaw.com; greere@gtlaw.com	Litigation	CUD			Unknown
39. Freeway Stores OK LLC c/o McAfee & Taft 211 N. Robinson Eighth Floor Two Leadership Square Oklahoma, OK 73102	Kathy Neal Tel: 918-574-3020 Fax: 405-235-0439 Email: kathy.neal@mcafeetaft.com	Litigation	CUD			Unknown
40. AFN ABSPROP001 LLC c/o Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C 425 W Capitol Ave #1800 Little Rock, AR 72201	Tel: 501-688-8800 Fax: 501-688-8807	Litigation	CUD			Unknown

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

WHRGOPS NE LLC,

Debtor.

Chapter 11

Case No. 23-____ (____)

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer of the above-captioned Debtor, certifies that the following is a corporation other than the Debtor, or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1.

Name: WHRG Retail Ops LLC
Address: 3650 Mansell Road
Suite 250
Alpharetta, GA 30022

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

WHRGOPS NE LLC,

Debtor.

Chapter 11

Case No. 23-____ (____)

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case:

Equity Holder	Address of Equity Holder	Percentage of Equity Held
WHRG Retail Ops LLC	3650 Mansell Road Suite 250 Alpharetta, GA 30022	100% Membership Interest

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

WHRGOPS NE LLC,

Debtor.

Chapter 11

Case No. 23-____ (____)

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above captioned debtor and its affiliated debtors in possession (collectively, the “Debtors”)¹ hereby certify that the *Creditor Matrix* submitted herewith contains the names and addresses of the Debtors’ creditors. To the best of the Debtors’ knowledge, the *Creditor Matrix* is complete, correct, and consistent with the Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Creditor Matrix* have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at www.kccllc.net/mountainexpressoil. The location of the Debtor Mountain Express Oil Company’s principal place of business and the Debtors’ service address in these chapter 11 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

Fill in this information to identify the case:Debtor name WHRGOPS NE LLCUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement, List of Equity Holders, Creditor Matrix Certification**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 18, 2023**X /s/ Michael Healy**

Signature of individual signing on behalf of debtor

Michael Healy

Printed name

Chief Restructuring Officer

Position or relationship to debtor